

Town of Hingham
Water Company Acquisition Study Committee

PREAMBLE

The Water Company Acquisition Study Committee (the "Committee") is a body appointed by the Board of Selectmen to organize and supervise a study regarding possible acquisition of the 'Service Area A' portion of the Aquarion Water Company of Massachusetts by the Town of Hingham; 'Service Area A' serves approximately 12,682 customers in Hingham, Hull, and North Cohasset.

Study funding, in the amount of \$320,000 for professional fees and costs, including, but not limited to, engineering services, financial services, valuation services and legal services, was appropriated by the Town through an affirmative majority vote on Article 19 in the *Warrant for the Annual Town Meeting April 23, 2012*.

The study will be conducted in three phases beginning in May 2012:

- Phase 1 – Financial
- Phase 2 – Engineering
- Phase 3 – Governance

Phases 2 and 3 will be initiated only if the results of the previous phase(s) do not identify issues warranting termination of the study. Should all three phases of the study be completed, a final report and recommendation—including the preparation of any article or articles for Town Meeting consideration—will be delivered by the Committee to the Board of Selectmen. If the study is still underway in January 2013 but the Committee is not yet prepared to offer recommendations, or if the Committee determines that the study should be terminated at the completion of either Phase 1 or Phase 2, the Committee will prepare a report of status to the Board of Selectmen for inclusion in the annual *Hingham Town Report*.

The Committee will consist of five members appointed by the Board of Selectmen—one from the Water Supply Committee, one from the Sewer Commission, and three citizens at large. The Committee will serve at the pleasure of the Board of Selectmen and will be dissolved at the discretion of the Board of Selectmen. The Committee's primary interface with the Board of Selectmen will be through the assigned Selectman liaison.

To the extent possible, the Committee will conduct its business in open session. However, it is acknowledged that the Committee will likely need to meet in executive session, for any purpose allowed under Massachusetts law, including to consider the purchase, exchange, lease or value of real property if an open meeting would have a detrimental effect on the negotiating position of the Town.

The Committee will work jointly with the Selectman liaison to communicate updates regarding study status, as appropriate, to the Town's citizens.

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PRINCIPLES OF OPERATION

1. Committee members shall abide by Massachusetts Conflict of Interest Law (M.G.L. c. 268A) and shall deliver to the Committee Secretary a copy of an in-force State Ethics Commission Receipt signaling completion within the past two years of the Online Training Program available at www.mass.gov/ethics.
2. Committee members shall conduct and supervise the study in a fair and open-minded fashion with no predisposition towards any particular outcome or result.
3. Committee members shall treat each other and everyone appearing before or working with the Committee fairly and respectfully.
4. Committee members are expected to attend all meetings of the Committee. If any member is absent from five consecutive meetings of the Committee for any cause other than illness, the position may be deemed vacant, and the Chair will report such vacancy to the Selectman liaison, who will request that the Board of Selectmen fill the vacancy.
5. The Board of Selectmen will name the Chair of the Committee. The Committee, in turn, will elect a Secretary, who will maintain accurate records of each meeting, setting forth the date, time, and place, members present, and action(s) taken, including executive sessions. Draft minutes may be made available to Committee members for preliminary review prior to the time of the next meeting. The minutes shall be read and revised, if appropriate, accepted by vote of the majority of the Committee present and voting, and subsequently posted on the Town web site in a timely manner.
6. Expenditures from the appropriated study funding shall be made as jointly agreed between the Committee and the Selectman liaison. The Committee shall maintain a current accounting of inception-to-date study expenditures.
7. No member of the Committee shall engage in any public advocacy for or against an issue scheduled or reasonably likely to come before the Committee for deliberation, prior to a vote by the Committee. Examples of public advocacy include, but are not limited to, letters to the editor or other submissions to print or electronic media, blogs, mass e-mails, as well as appearances on television, cable, radio, or internet transmissions. A Committee member wishing to make a public comment on such an issue should seek the advice of the Committee Chair or the Selectman liaison for help in the interpretation of this policy, it being the intent of this policy to preserve and protect both the reputation of the Committee as an open-minded advisory body as well as the legal and financial prerogatives of the Town.

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8. Meetings of the Committee shall be conducted as follows:
- a) The meeting will be posted in accordance with Massachusetts Open Meeting Law and any applicable Town By-Laws. Meeting dates and times will be fixed by the Chair and will usually be held at Town Hall. At the appointed time and place, assuming a quorum is present, the Chair shall call the meeting to order. Three members shall constitute a quorum of the Committee for the transaction of business, but a lesser number may adjourn any meeting of the Committee.
 - b) The primary role of the Chair is to ensure that all opinions are voiced, and that the meeting is conducted in an orderly manner. The Chair shall be a voting member of the Committee.
 - c) Meeting agendas shall be arranged by the Chair. When there is no more new business, or when the hour is late, the Chair should request a motion to adjourn, which is acted upon as any other motion.
 - d) The Chair has the ultimate authority to determine who will be allowed to speak at any meeting. Generally, the member proposing a motion should be invited to speak first. The Chair next should recognize other members wishing to speak. Then Town officials and department heads present may be invited to speak (or ask questions), and finally citizens and members of the press may be recognized to speak. All statements and questions should be relevant to the motion, impersonal and reasonable in length.
 - e) All votes of the Committee shall be by a simple majority of the members present and voting. No member may vote except in person. Any member voting on the side that does not prevail will, on request, be recorded as being opposed to the vote of the Committee.
9. No member not duly recorded in opposition shall publicly oppose the Committee's recommendation on any particular matter nor shall the member speak in opposition thereto at Town Meeting, either as a member of the Committee or as an individual. A member duly recorded in opposition may, either personally or through another member similarly recorded, address the Town Meeting and give his or her reasons for such opposition. A member recorded in opposition may, at any time, have such record stricken.
10. All meetings of the full Committee shall be open to the public except when the Committee, on motion duly made and seconded, votes to go into executive session. Executive sessions will be held and conducted as provided by Massachusetts law. Any member who wishes to move for an executive session shall discuss the matter with the Chair in advance. No member will disclose any information revealed in executive session, except that the Chair may, at his or her discretion, provide a statement to the public after the executive session.

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11. No person will address a public meeting of the Committee without permission of the Chair, and all persons will, at the request of the Chair, be silent. If, after warning from the Chair, a person persists in disorderly behavior, the Chair may order him or her to withdraw from the meeting and, if that person does not withdraw, may order a constable or any other person to remove the disorderly person and confine him or her in some convenient place until the meeting is adjourned. (M.G.L., c.39, s.23C).
12. Questions or concerns that cannot be resolved by reference to the foregoing principles of operations shall be resolved by majority vote of the Committee.